

# United States Bankruptcy Court

## Southern District of New York

# Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): <b>GSCP, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>AKA GSC Group; AKA GSC; AKA GSC Partners; FKA GSCP; FKA Greenwich; FKA Greenwich Street; FKA Greenwich Street Capital; FKA Greenwich Street Capital Partners</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>20-5626520</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>500 Campus Drive Suite 220 Florham Park, NJ</b> <div style="text-align: right; margin-top: 5px;">           ZIP Code  <div style="border: 1px solid black; display: inline-block; padding: 0 10px;"><b>07932</b></div> </div>	Street Address of Joint Debtor (No. and Street, City, and State):  <div style="text-align: right; margin-top: 5px;">           ZIP Code  <div style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></div> </div>
County of Residence or of the Principal Place of Business: <b>Morris</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):  <div style="text-align: right; margin-top: 5px;">           ZIP Code  <div style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></div> </div>	Mailing Address of Joint Debtor (if different from street address):  <div style="text-align: right; margin-top: 5px;">           ZIP Code  <div style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></div> </div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: center; margin-top: 5px;"> <b>888 Seventh Avenue 26th Floor New York, NY 10019</b> </div>	

<b>Type of Debtor</b> (Form of Organization) (Check one box)	<b>Nature of Business</b> (Check one box)	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <div style="margin-top: 10px;"> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding         </div>
<b>Nature of Debts</b> (Check one box)		
<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."		<input checked="" type="checkbox"/> Debts are primarily business debts.

<b>Filing Fee (Check one box)</b> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY																				
<b>Estimated Number of Creditors</b> <table style="width:100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> </table>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
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<b>Estimated Assets</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
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\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion												
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
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**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

**GSCP, LLC****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor: <b>See Attached Schedule 1</b>	Case Number:	Date Filed:
District: <b>SDNY</b>	Relationship: <b>Affiliate</b>	Judge:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X**

Signature of Attorney for Debtor(s)

(Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

**GSCP, LLC****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
 Signature of Debtor

X \_\_\_\_\_  
 Signature of Joint Debtor

\_\_\_\_\_  
 Telephone Number (If not represented by attorney)

\_\_\_\_\_  
 Date

**Signature of Attorney\***

X /s/ Michael B. Solow  
 Signature of Attorney for Debtor(s)

Michael B. Solow  
 Printed Name of Attorney for Debtor(s)

Kaye Scholer LLP  
 Firm Name  
425 Park Avenue  
New York, NY 10022

\_\_\_\_\_  
 Address

212-836-8000  
 Telephone Number

August 31, 2010  
 Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Peter R. Frank  
 Signature of Authorized Individual

Peter R. Frank  
 Printed Name of Authorized Individual

Senior Managing Director of GSC Group, Inc., as Sole Member  
 Title of Authorized Individual

August 31, 2010  
 Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
 Signature of Foreign Representative

\_\_\_\_\_  
 Printed Name of Foreign Representative

\_\_\_\_\_  
 Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
 Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
 Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
 Address

X \_\_\_\_\_  
 Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**Schedule 1****PENDING BANKRUPTCY CASES OF AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of these petitions, these entities filed a motion requesting the Court to jointly administer their chapter 11 cases.

GSC Group, Inc.  
GSCP, LLC  
GSC Active Partners, Inc.  
GSCP (NJ), Inc.  
GSCP (NJ) Holdings, L.P.  
GSCP (NJ), L.P.  
GSC Secondary Interest Fund, LLC

**United States Bankruptcy Court  
Southern District of New York**

In re **GSCP, LLC**

Debtor(s)

Case No. \_\_\_\_\_

Chapter **11**

**CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Avaya Financial Services 211 Mt. Airy Road Basking Ridge, NJ 07920</b>	<b>Avaya Financial Services 211 Mt. Airy Road Basking Ridge, NJ 07920 800-527-9876</b>	<b>Vendor</b>	<b>Disputed</b>	<b>3,981.86</b>
<b>Bombardier Aerospace Corp. 3400 Waterview Pkwy Suite 400 Richardson, TX 75080</b>	<b>Bombardier Aerospace Corp. 3400 Waterview Pkwy; Suite 400 Richardson, TX 75080 866-437-1804</b>	<b>Vendor</b>	<b>Disputed</b>	<b>66,190.64</b>
<b>Davis Polk &amp; Wardwell 450 Lexington Avenue New York, NY 10017</b>	<b>Davis Polk &amp; Wardwell 450 Lexington Avenue New York, NY 10017 212-450-6707</b>	<b>Vendor</b>	<b>Disputed</b>	<b>13,874.28</b>
<b>Dechert LLP 1065 Avenue of the Americas New York, NY 10036</b>	<b>Dechert LLP 1065 Avenue of the Americas New York, NY 10036-6797 212-698-3500</b>	<b>Vendor</b>	<b>Disputed</b>	<b>43,288.37</b>
<b>ICP Asset Management LLC 360 Madison Avenue 10th Floor New York, NY 10017</b>	<b>ICP Asset Management LLC 360 Madison Avenue 10th Floor New York, NY 10017</b>	<b>Vendor</b>	<b>Disputed</b>	<b>211,237.41</b>
<b>Manhattan Mechanical 227 West 29th Street New York, NY 10001</b>	<b>Manhattan Mechanical 227 West 29th Street New York, NY 10001 212-594-3130</b>	<b>Vendor</b>	<b>Disputed</b>	<b>856.16</b>
<b>Shareholder.com 12 Clock Tower Place Maynard, MA 01754</b>	<b>Shareholder.com 12 Clock Tower Place Maynard, MA 01754 800-990-6397</b>	<b>Vendor</b>	<b>Disputed</b>	<b>918.04</b>
<b>Stroock &amp; Stroock &amp; Lavan LLP 180 Maiden Lane New York, NY 10038-4982</b>	<b>Stroock &amp; Stroock &amp; Lavan LLP 180 Maiden Lane New York, NY 10038-4982 212-806-5400</b>	<b>Vendor</b>	<b>Disputed</b>	<b>175,431.45</b>
<b>Vogel Taylor Engineers LLP 417 5th Avenue New York, NY 10016-2204</b>	<b>Vogel Taylor Engineers LLP 417 5th Avenue New York, NY 10016-2204</b>	<b>Vendor</b>	<b>Disputed</b>	<b>1,391.77</b>
<b>Vornado Realty Trust 210 Route 4 East Paramus, NJ 07653</b>	<b>Vornado Realty Trust 210 Route 4 East Paramus, NJ 07653</b>	<b>NY Rent</b>	<b>Disputed</b>	<b>372,305.37</b>

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

GSCP, LLC,

Debtor.

Chapter 11

Case No. 10-\_\_\_\_ ( )

**DECLARATION CONCERNING THE  
LIST OF CREDITORS THAT HOLD THE 20 LARGEST  
CONSOLIDATED UNSECURED CLAIMS AGAINST THE DEBTORS**

I, the Senior Managing Director of GSC Group, Inc., as sole member of the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing list of the known creditors as of the Petition Date holding the 20 largest unsecured claims against the Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"), and that it is true and correct to the best of my knowledge, information and belief. The list has been prepared on a consolidated basis from the Debtors' books and records and has been prepared in accordance with Bankruptcy Rule 1007(d) for filing in this case. This list does not include (i) persons who fall within the definition of "insider" set forth in Bankruptcy Code section 101 or (ii) secured creditors, unless the collateral is such that there is an unsecured deficiency

Dated: August 31, 2010

Signature

/s/ Peter R. Frank

Peter R. Frank  
Senior Managing Director of GSC  
Group, Inc., as Sole Member of  
GSCP, LLC

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.

18 U.S.C. §§ 152 and 3571

**WRITTEN CONSENT  
OF  
THE MEMBER  
OF  
GSCP, LLC**

**August 31, 2010**

The undersigned, being the sole member (the "Member") of GSCP, LLC, a Delaware limited liability company (the "Company"), pursuant to Section 18-404(d) of the Delaware Limited Liability Company Act, hereby consents to the taking of the following actions by this written consent in lieu of a meeting and hereby adopts the following resolutions and each and every action effected thereby:

**Chapter 11 Filing**

**WHEREAS**, the Member has been presented with a proposed petition to be filed by the Company in the United States Bankruptcy Court for the Southern District of New York seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought, and has determined that it is in the best interests of the Company and its member that the Company file such a petition.

**NOW THEREFORE, BE IT RESOLVED**, that the Company file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition hereby is authorized;

**Appointment of Professionals**

**RESOLVED FURTHER**, that the law firm of Kaye Scholer LLP and its affiliates hereby are employed under general retainer as attorneys for the Company in the chapter 11 case authorized herein; and

**RESOLVED FURTHER**, that Capstone Advisory Group, LLC hereby are employed as financial advisors and investment bankers for the Company in the chapter 11 case authorized herein.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

**IN WITNESS WHEREOF**, the undersigned Member has duly executed this written consent as of the date first written above.

MEMBER:

GSC GROUP, INC.

By:

  
Name: Peter R. Frank

Title: Senior Managing Director



**United States Bankruptcy Court  
Southern District of New York**

In re **GSCP, LLC**

Debtor(s)

Case No.

Chapter

**11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>GSC Group, Inc. 500 Campus Drive Suite 220 Florham Park, NJ 07932</b>		<b>100%</b>	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Senior Managing Director of GSC Group, Inc., as sole member of the company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **August 31, 2010**

Signature **/s/ Peter R. Frank**

**Peter R. Frank  
Senior Managing Director of GSC Group, Inc., as Sole  
Member of GSCP, LLC**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
GSCP, LLC,	)	Case No. 10-[ ] ( )
	)	
Debtor.	)	(Joint Administration Requested)
	)	

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York, GSCP, LLC (the “Debtor”) respectfully represents as follows:

1. GSC Group, Inc. is a corporation, other than a governmental unit, that directly owns 10% or more of the Debtor’s LLC membership interest.<sup>1</sup>

<sup>1</sup> GSC Group, Inc., directly or indirectly through certain of its subsidiaries and affiliates, may own an interest in various partnerships and joint ventures including, but not limited to, the following: Greenwich Street Capital Partners, L.P.; Greenwich Street Capital Partners II, L.P.; GSCP Recovery, Inc.; GSC Recovery II, L.P.; GSC Recovery IIA, L.P.; GSC Recovery III, L.P.; GSC European Mezzanine Fund, L.P.; GSC European Mezzanine Fund II, L.P.; GSC European Mezzanine Investors, L.P.; GSC European Mezzanine Investors II, L.P.; GSC Affiliated Investors, L.P.; GSC Recovery II GP, L.P.; GSC Recovery IIA GP, L.P.; GSC Recovery III GP, L.P.; GSC Partners CDO Investors, L.P.; GSC Partners CDO Investors II, L.P.; GSC Partners CDO Investors III, L.P.; GSC Partners CDO Investors IV, L.P.; GSC Partners CDO Fund, Ltd.; GSC Partners CDO Fund II, Ltd.; GSC Partners CDO Fund III, Ltd.; GSC Partners CDO Fund IV, Ltd.; GSC Partners CDO Fund V, Ltd.; GSC Partners CDO Fund VI, Ltd.; GSC Partners CDO Fund VII, Ltd.; GSC Partners CDO Fund VIII, Ltd.; GSC Partners Gemini Fund, Ltd.; GSC Capital Corp. Loan Funding 2005-1; GSC European CDO I-R, S.A.; GSC European CDO II, S.A.; GSC European CDO III, S.A.; GSC European CDO IV, S.A.; GSC European CDO V, PLC; GSC ABS CDO 2005-1, Ltd.; GSC ABS CDO 2006-1c., Ltd.; GSC ABS CDO 2006-2m, Ltd.; GSC ABS CDO 2006-4u, Ltd.; Cetus ABS CDO 2006-1, Ltd.; Cetus ABS CDO 2006-2, Ltd.; Cetus ABS CDO 2006-3, Ltd.; Cetus ABS CDO 2006-4, Ltd.; Palmer ABS CDO 2007-1, Ltd.; Laguna Seca ABS CDO, Ltd.; Squared CDO 2007-1, Ltd.; NBK Capital-GSC Mezzanine Carry GP, L.P.; NBK Capital-GSC Mezzanine Fund Company; NBK Capital-GSC Group Mezzanine General Partner Limited; LCM Fund I, Ltd.; GSC European Credit Fund; Eliot Bridge Fund; and Pendulum Fund.

**DECLARATION UNDER PENALTY OF PERJURY**

I, the undersigned Senior Managing Director of GSC Group, Inc., as sole member of the company named as debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief.

Dated: August 31, 2010

By: /s/Peter R. Frank  
Peter R. Frank  
Senior Managing Director of  
GSC Group, Inc., as Sole Member  
of GSCP, LLC